



WHITE MOUNTAIN APACHE TRIBE

A Sovereign Tribal Nation

(Approving Articles of Organization for Home of Harmony QALICB, LLC and Home of Harmony Manager, LLC)

- WHEREAS,** The Constitution of the White Mountain Apache Tribe (“Tribe”) of the Fort Apache Indian Reservation provides, at Article IV, Section 1(a) that the Tribal Council (“Council”) shall exercise the power, “[t]o represent the Tribe and act in all matters that concern the welfare of the Tribe”, and in Section 1(s), “to regulate subordinate organizations for economic or other purposes”; and
- WHEREAS,** Pursuant to Resolution No. 11-98-258, as amended by Resolution No. 09-2000-272, the Council approved articles of incorporation for the Fort Apache Heritage Foundation (“Foundation”) for the purpose of supporting and assisting in the preservation, maintenance, and revitalization of the history, culture, and traditions of the Tribe; and
- WHEREAS,** On March 18, 1999, in *White Mountain Apache Tribe v. United States*, No 99-148L (Ct. of Fed. Claims), the Tribe sued the United States in the U.S. Federal Claims for breach of fiduciary duty to maintain and repair buildings and other improvements collectively known as the “Fort Apache Property”; and
- WHEREAS,** Through the advocacy of the Tribe’s long-time attorney, the late Robert C. Brauchli, on March 4, 2003, the United States Supreme Court held that “the Court of Federal Claims [had] jurisdiction over the [Tribe’s] suit against the United States for breach of fiduciary duty to manage land and improvements held in trust for the Tribe but occupied by the Government”, *United States v. White Mountain Apache Tribe*, 537 U.S. 465, 468 (2003); and
- WHEREAS,** On April 7, 2005, the Tribe and the United States entered into a Settlement Agreement to settle the Tribe’s lawsuit for breach of fiduciary duty to maintain and repair buildings and other improvements located on the Fort Apache Property; and
- WHEREAS,** The Settlement Agreement established the Fort Apache Preservation Fund (“Fund”) for the repair, rehabilitation, maintenance, restoration and preservation of the Fort Apache Property; and
- WHEREAS,** Pursuant to the Settlement Agreement, the Foundation is to administer the Fund for the repair, rehabilitation, maintenance, restoration and preservation of the Fort Apache Property which may include “payment to and for contractors, subcontractors, labor, materials, materialmen and suppliers, wages, architectural and archeological costs related to the repair, rehabilitation, maintenance, restoration, and preservation of the Fort Apache Property,” including buildings identified in the Settlement Agreement; and
- WHEREAS,** The Foundation seeks to use Federal New Markets Tax Credits and Federal Historic Rehabilitation Tax Credits to finance the rehabilitation and development of the Fort Apache Property; and

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WHEREAS, In order to facilitate the funding and development for this project to meet the requirements of the Federal New Markets Tax and Historic Rehabilitation Tax Credit Programs, two limited liability companies must be formed under tribal law; and

WHEREAS, The Foundation's Chief Executive Officer this day presents Articles of Organization for Home of Harmony QALICB, LLC and Home of Harmony Manager, LLC, as attached and incorporated by this reference, and further requests approval; and

WHEREAS, The Tribal Council finds that the creation of these two limit liability companies is central to the Foundation seeking and obtaining funds to finance the rehabilitation and development of the Fort Apache Property using New Markets Tax Credits and Historic Rehabilitation Tax Credits, and therefore would be in the Tribe's best interest.

BE IT RESOLVED by the Tribal Council of the White Mountain Apache Tribe that the Articles of Organization for Home of Harmony QALICB, LLC and Home of Harmony Manager, LLC, as attached and incorporated by this reference, are hereby approved.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that the Foundation Board is hereby approved to manage Home of Harmony QALICB, LLC and Home of Harmony Manager, LLC.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that the Articles of Organization for both entities shall not be interpreted or construed to waive the Tribe's or the Foundation's sovereign immunity from suit, expressed or implied, nor that of its officers nor employees, for any purpose in any forum or jurisdiction, as may be related to any action filed against both organizations in a court of law.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby directs that in the event this Resolution directly conflicts with the Tribal Constitution, Tribal Ordinances, or any material facts concerning the issues presented are later found to be false, this Resolution shall be deemed null and void and have no legal effect.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that it hereby directs that in the event that this Resolution conflicts with a prior Resolution or Policy, this Resolution shall supersede and govern over the conflicting subject matter.

BE IT FURTHER RESOLVED by the Tribal Council of the White Mountain Apache Tribe that the Chairman, or in his absence, the Vice-Chairman, is hereby authorized to execute any and all documents necessary to effectuate the intent of this Resolution.

The foregoing resolution was on **JANUARY 03, 2024** duly adopted by a vote of **ELEVEN** for, **ZERO** against, and **ZERO** abstentions by the Tribal Council of the White Mountain Apache Tribe, pursuant to authority vested in it under the enumerated powers listed in Article IV, Section 1, of the WMAT Constitution, so ratified on November 10, 2021, and federally recognized pursuant to Section 16 of the Indian Reorganization Act of June 18, 1934 (48 Stat. 984).

Kasey Velasquez 3.4.2024
Kasey Velasquez, Chairman Date

Vaneysa Johnson 03/04/2024
Vaneysa Johnson, Tribal Secretary Date